

Exhibit D
Risant Health Bylaws

Risant Health, Inc.
Action by Written Consent of the Sole Incorporator
in lieu of an
Organizational Meeting

The undersigned, being the sole incorporator of Risant Health, Inc., a Delaware nonprofit nonstock corporation (the "Corporation"), pursuant to Sections 107 and 108 of the Delaware General Corporation Law, adopts the following resolutions by written consent:

Appoint Initial Directors

RESOLVED, that, effective as of the date hereof, the following persons be, and each of them hereby is, appointed as an initial member of the Board of Directors of the Corporation to serve until the earliest of (a) the appointment of his/her successor pursuant to the Corporation's Bylaws, or (b) his/her death, resignation or removal:

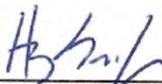
Gregory A. Adams, Director and Chairperson
Jeff Epstein, Director
Judith A. Johansen, Director
A. Eugene Washington, MD, Director

Adopt Bylaws

RESOLVED, that, the Bylaws substantially in the form set forth in Exhibit A attached hereto are hereby adopted and approved as the Bylaws of the Corporation.

Resignation of Incorporator

RESOLVED, that, effective as of the date hereof, and immediately upon the execution of this written consent, the undersigned hereby resigns as incorporator of the Corporation.



Hong-Sze Yu, Incorporator

Date: March 23, 2023

Exhibit A

Form of Bylaws

[Attached.]

BYLAWS
OF
RISANT HEALTH, INC.

ARTICLE A
PURPOSES

Section A-1 Purpose.

Risant Health, Inc. (the “**Corporation**”) is a nonprofit nonstock corporation organized under the Delaware General Corporation Law (“**DGCL**”). The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under such law, and which shall be consistent with Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law (the “**Code**”).

The specific purpose of the Corporation is to operate for the benefit of, and/or to carry out the purposes of, Kaiser Foundation Hospitals, a California nonprofit public benefit corporation previously recognized as a tax-exempt public charity under Section 501(c)(3) of the Code and as an organization described in Sections 509(a)(1) and 170(b)(1)(A)(iii) of the Code (“**KFH**”) as a supporting organization within the meaning of Section 509(a)(3) of the Code. The Corporation shall be operated consistent with Section 501(c)(3) of the Code.

Section A-2 Nonprofit Character.

The Corporation is a nonprofit nonstock corporation organized under the DGCL and is not organized for the private gain of any person. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its incorporators, members, directors, officers, or other private individuals or organizations organized and operated for a profit, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions as provided in Article A of these Bylaws. Under no circumstances shall the Corporation engage, except to an insubstantial degree, in any activities or exercise any powers that are not in furtherance of the specific purposes of the Corporation or would prevent it from qualification for Federal income taxation as an organization described in Section 501(c)(3) of the Code or cause it to cease to qualify for such exempt status.

Section A-3 Disposition of Assets on Liquidation or Dissolution.

Upon the liquidation, dissolution, or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to KFH, provided that such recipient is then recognized as a tax-exempt organization within the meaning of Section 501(c)(3) of the Code or the corresponding provisions of any subsequent Federal tax law; and provided further, that if KFH is not then so exempt, then to one or more organizations with similar objectives, for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code or the corresponding provision of any subsequent

Federal tax law. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, to such organization or organizations to be used in such manner as in the judgment of such court will accomplish the purpose for which the Corporation was organized.

Section A-4 Non-discrimination.

The Corporation shall conduct its activities in compliance with all applicable non-discrimination requirements of applicable law.

ARTICLE B
OFFICES

Section B-1 Principal Office.

The principal office of the Corporation shall be at such location as designated by the Board of Directors (the “**Board**”) of the Corporation from time to time. The Board may change the location of the principal office or establish other offices at any time.

ARTICLE C
MEMBERS

Section C-1 Status of Membership.

The Corporation shall have one class of membership consisting of a sole member (the “**Sole Member**”). The Sole Member at any time shall be the Chairperson of the Board of the Corporation then serving, who shall hold such membership so long as, and only so long as, such person continues to be the Chairperson of the Board. All rights and powers incident to membership shall cease upon termination of serving as the Chairperson of the Board.

Section C-2 Transfer of Membership.

The Chairperson, as the Sole Member, may not assign or transfer its rights, in whole or in part, as Sole Member of the Corporation.

Section C-3 Dues, Assessments and Liabilities.

The Sole Member of the Corporation shall not be subject to any charge for dues or assessments, nor shall the Sole Member be in any way liable for any debt, liability or obligation of the Corporation.

Section C-4 Meetings.

Annual meetings may be held or dispensed with by the Sole Member. If held, such annual meeting shall be held at the first regularly scheduled meeting of the Corporation’s Board of Directors of that year or such time and place designated by the Sole Member.

Section C-5 Other Action by the Sole Member.

Any action or vote required or permitted by law to be taken at any meeting of the members may be taken by the Sole Member without a meeting by means of a written consent to such action signed by the Sole Member.

Section C-6 Power and Authority of Sole Member.

Except as required by the DGCL, the Certificate of Incorporation of the Corporation or these Bylaws, the Sole Member shall have no rights, powers, or privileges whatsoever with regard to the Corporation other than the right to:

- (a) Subject to Sections D-2, D-3 and D-4, elect and remove directors and fill any vacancies on the Board;
- (b) Amend the Corporation's Certificate of Incorporation or these Bylaws without any action by the Board;
- (c) Approve or disapprove any amendment to the Corporation's Certificate of Incorporation or these Bylaws proposed by the Board;
- (d) Cause the Corporation to make a filing for bankruptcy or reorganization, or cause the Corporation to be dissolved; and
- (e) Require the Corporation to take appropriate actions as necessary to comply with material provisions of applicable law.

ARTICLE D
DIRECTORS

Section D-1 General Powers.

Except as otherwise provided in these Bylaws, the business and affairs of the Corporation shall be managed by or under the direction of its Board, which may exercise all powers of the Corporation and perform all lawful acts that by law, the Certificate of Incorporation or these Bylaws are directed or required to be exercised or performed by or are conferred upon or reserved for the Board.

Section D-2 Number.

The number of Directors may be changed at any time by amendment of these Bylaws. Until changed by the Board and/or the Sole Member as provided in the Certificate of Incorporation or herein, the Corporation shall have four (4) directors, who shall meet the following qualifications:

- (a) Three (3) directors nominated by the Board of Directors of KFH (the "**KFH Board**") from among the members of the KFH Board; and

(b) One (1) director who shall be the Chief Executive Officer of KFH, who shall serve as a director of the Corporation ex officio with voting rights and counting towards quorum requirements.

The Chairperson of the Board of the Corporation (the “**Chairperson**”) shall automatically be the director of the Corporation who is also simultaneously serving as the Chief Executive Officer of KFH.

Section D-3 Vacancies.

A vacancy on the Board shall exist whenever a director ceases to be a director in accordance with Section D-4. Any director may be removed by the Sole Member, at any time, either with or without cause. All vacancies in the Board shall be filled by the Sole Member, subject to the nomination rights of the KFH Board set forth in Section D-2(a).

Section D-4 Election and Term of Office.

Directors shall be elected by the Sole Member at the annual meeting of the Sole Member or at other times as may be required by vacancies. Each director, other than the ex officio director, shall hold office for a three (3) year term until the election and qualification of his or her successor, or, if earlier, until his or her death, resignation or removal or until such director ceases to be a director on the KFH Board.

Section D-5 Meetings.

(a) Place of Meetings. Meetings shall be held at such place as the Board shall designate in the notice of the meeting, or if not so designated, all meetings shall be held at the principal office of the Corporation. The Board may hold meetings within or without the State of Delaware.

(b) Call of Meetings. Meetings of the Board may be called at any time by the Chairperson, the Secretary, any Assistant Secretary or by any three (3) directors.

(c) Notice. Notice of meetings shall be mailed, personally delivered, or delivered by electronic transmission to each director, at his or her usual business address. Special meetings shall be held upon at least four days’ notice by first class mail or twenty-four hours’ notice delivered personally or by telephone or electronic transmission. A notice, or waiver of notice, need not specify the purpose of any regular or special meeting of the Board. Notice of a meeting need not be given to any director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement to the Chairperson, the lack of notice to such director.

(d) Proof of Notice. A statement showing service of any notice pursuant to Section D-5(c) may be entered in the minutes of the meeting, and such entry shall be conclusive evidence that notice was duly given. Any waivers, consents and approvals given in lieu of regular notice shall be entered in the minutes of the meeting or filed with the corporate records of the Corporation.

(e) Quorum. Three (3) of the directors then in office shall constitute a quorum for the transaction of business. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

(f) Meetings Without Notice. If all directors are present at any meeting, or if a quorum is present and all directors not present either (i) sign a waiver of notice of such meeting, or a consent to the holding thereof, whether prior to or after the meeting, or (ii) approve the minutes thereof, the transactions of such meeting shall be as valid as if conducted at a meeting regularly noticed.

(g) Adjourned Meetings. A majority of the directors present at any meeting, although less than a quorum, may adjourn the meeting from time to time, without further notice, until a quorum shall attend. If the meeting is adjourned for more than twenty-four hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

Section D-6 Action Without a Meeting.

Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board individually or collectively consent in writing to such action. Such action by written consent shall have the same force and effect as a unanimous vote of the directors. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

Section D-7 Participation in Meetings.

Directors may participate in a meeting of the Board or a committee thereof by means of conference telephone, video conference, or other communications equipment by means of which all persons participating in the meeting can contemporaneously hear each other. Participation by such means shall constitute presence in person at the meeting.

ARTICLE E OFFICERS

Section E-1 Officers.

The officers of the Corporation shall be a Chairperson, President, Secretary, Treasurer, and one or more Assistant Secretaries, who shall be appointed by the Chairperson pursuant to Section E-2. These shall be the only officers of the Corporation. The President may assign such other titles as may be appropriate to other individuals, including the title of Vice President, but such other individuals shall not be corporate officers. Any number of offices may be held by the same person; provided, however, that no person shall execute, acknowledge or verify any instrument in more than one capacity if such instrument is required by law, the Certificate of Incorporation, or these Bylaws to be executed, acknowledged or verified by two (2) or more officers.

Section E-2 Election and Term of Office.

At the first regularly scheduled Board meeting each year, the Chairperson, who at all times shall be the individual described in Section D-2, shall elect the President, the Secretary, the Treasurer, and one or more Assistant Secretaries of the Corporation. The elected officers of the Corporation shall hold office for one (1) year terms until the next succeeding annual meeting of the Board and the election and qualification of their successors, or until their earlier death, resignation or removal. Any officer may serve consecutive terms. Any officer may be removed with or without cause by the Chairperson. Such removal shall not prejudice the contract rights, if any, of the person so removed. Any vacancy occurring in any office of the Corporation may be filled for the unexpired portion of the term by the Chairperson.

Section E-3 Subordinate Officials.

The President may appoint or delegate authority to appoint such other officials as the needs of the Corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as the appointing officer, pursuant to authority conferred by the President, may from time to time determine. These officials shall not be officers of the Corporation. Such officials holding the title of Vice President shall have authority to sign contracts and other documents on behalf of the Corporation, to the extent and subject to any limitations as may be established by the Board.

Section E-4 Chairperson.

In addition to serving as the Sole Member of the Corporation, the Chairperson of the Board shall preside at all meetings of the Board at which he or she is present, and shall perform such other duties as may be required of him or her by the Board, including, but not limited to, developing the agenda for Board meetings, sending periodic reports on the progress of the Corporation, and otherwise ensuring that the overall working plans for the Corporation, as determined by the Board, are put into effect.

Section E-5 President.

Subject to the direction of the Chairperson, the President shall have the general powers and duties of management over the business and operation of the Corporation usually vested in the office of president of a corporation and may have such other powers and duties as the Chairperson shall designate or as these Bylaws may provide.

Section E-6 Secretary and Assistant Secretary.

The Secretary or Assistant Secretary shall give, or cause to be given, notice of all meetings of the Board except as otherwise provided in these Bylaws. The Secretary or Assistant Secretary shall keep the minutes of the meetings of the Board. He or she shall send copies of the minutes of all meetings to the Board and shall also see that the books, reports, statements, and all other documents required by law are properly kept and filed. The Secretary or Assistant Secretary shall perform such other duties as may be assigned to him or her from time to time by the Chairperson, the President or the Board.

Section E-7 Treasurer.

The Treasurer shall have all powers and duties generally incident to the position of treasurer of a corporation, including being in charge of all funds of and securities owned by the Corporation and overseeing the care and custody of the books and records of account of the Corporation. The Treasurer may endorse (or cause to have endorsed) all commercial documents requiring endorsements for or on behalf of the Corporation and may sign (or cause to have signed) all receipts and vouchers for payments made to the Corporation. The Treasurer shall have all such further powers and duties as may be assigned to him or her by the Chairperson.

ARTICLE F
COMMITTEES

Section F-1 Provision for Committees.

The Board may appoint an Executive Committee and such other committees, each consisting of two or more directors, to advise and assist the Board in managing the Corporation's affairs. The Chairperson shall also have power to appoint such other committees, each consisting of two or more directors, to advise and assist the Board in managing the Corporation's affairs.

Section F-2 Action Without a Meeting.

Any action required or permitted to be taken by a committee of the Board may be taken without a meeting if all members of the committee individually or collectively consent in writing to such action. Such action by written consent shall have the same force and effect as a unanimous vote of the committee. Such written consent or consents shall be filed with the minutes of the proceedings of the committee.

ARTICLE G
MISCELLANEOUS

Section G-1 Execution or Endorsement of Checks.

All checks, drafts or other orders for payment of money, and notes or other evidences of indebtedness issued in the name of or payable to the Corporation shall be signed or endorsed by such person or persons, and in such manner, as the Board may from time to time designate.

Section G-2 Execution of Contracts.

The Board or Chairperson may authorize any officer or officers and any agent or agents to enter into any contract or execute any instrument in the name of, and on behalf of, the Corporation, and such authority may be general or limited to specified instances. No officer, agent or employee shall have any power or authority to bind or obligate the Corporation by any commitment, contract or engagement, or to pledge its credit or render it liable for any purpose or in any amount unless duly authorized by the Board.

Section G-3 Fiscal Year.

The fiscal year of the Corporation shall be the calendar year.

Section G-4 Indemnification.

To the fullest extent allowable by law, the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, trustee, partner, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise; provided, however, that such indemnification shall not be made in any instance in which such indemnification is inconsistent with any provision of the Code applicable to corporations described in Section 501(c)(3) of the Code. By way of illustration, and not limitation, no indemnification shall be made if such payment would constitute an act of inurement or impermissible private benefit under Section 501(c)(3) of the Code or an excess benefit transaction under Section 4958 of the Code.

Section G-5 Insurance.

To the extent permitted by law, this Corporation shall have the power to purchase and maintain insurance on behalf of any director, officer or employee of the Corporation against any liability asserted against and incurred by such person in his or her official capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify that person under the provisions of Section G-4.

ARTICLE H
AMENDMENT AND EFFECT OF BYLAWS

The Bylaws of the Corporation may be amended, altered, modified, repealed or restated, in whole or in part, by (a) the affirmative written approval of the Sole Member or (b) the affirmative vote of the Board so long as affirmatively approved in writing by the Sole Member.